

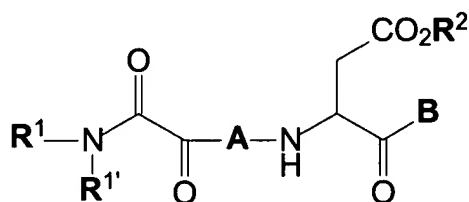
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1-23. (Canceled)

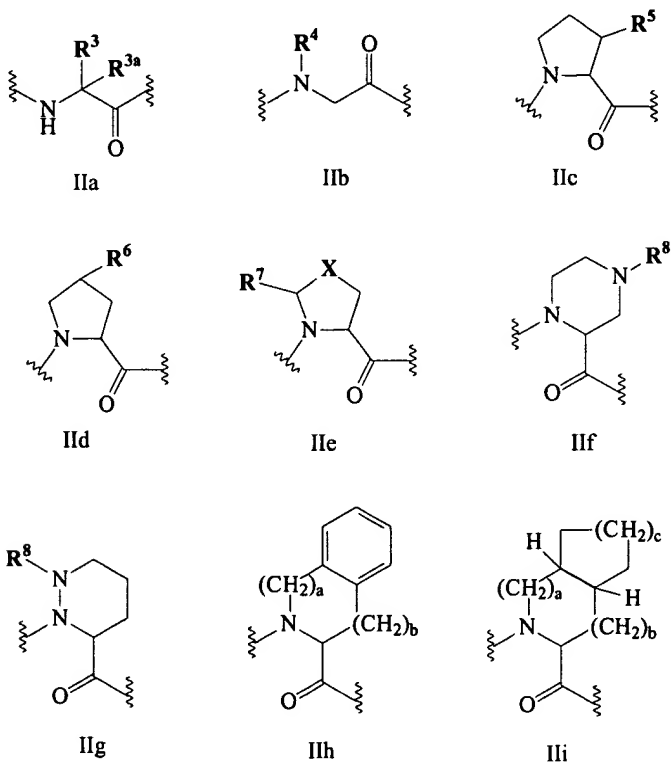
24. (Previously presented) A compound of the following formula:



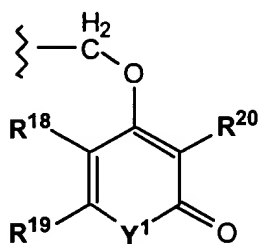
Formula I

wherein:

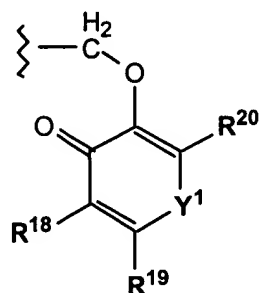
A is a natural or unnatural amino acid of Formula IIa-i:



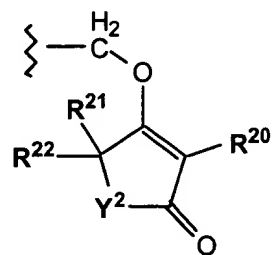
B is a hydrogen atom, a deuterium atom, alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, 2-benzoxazolyl, substituted 2-oxazolyl, $-(CH_2)_n$ cycloalkyl, $-(CH_2)_n$ phenyl, $-(CH_2)_n$ (substituted phenyl), $-(CH_2)_n$ (1 or 2-naphthyl), $-(CH_2)_n$ (substituted 1 or 2-naphthyl), $-(CH_2)_n$ (heteroaryl), $-(CH_2)_n$ (substituted heteroaryl), halomethyl, $-CO_2R^{12}$, $-CONR^{13}R^{14}$, $-CH_2ZR^{15}$, $-CH_2OCO(aryl)$, $-CH_2OCO(heteroaryl)$, $-CH_2OCO(substituted\ heteroaryl)$, or $-CH_2OPO(R^{16})R^{17}$, where Z is an oxygen or a sulfur atom, or B is a group of the Formula IIIa-c:



IIIa



IIIb



IIIc

R^1 is alkyl, cycloalkyl, substituted cycloalkyl, (cycloalkyl)alkyl, (substituted cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1- or 2-naphthyl)alkyl, (substituted 1- or 2-naphthyl)alkyl, heterocycle, substituted heterocycle, (heterocycle)alkyl, (substituted heterocycle)alkyl, $-NR^{1a}(R^{1b})$, or $-OR^{1c}$;

$R^{1'}$ is hydrogen, alkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, heterocycle or substituted heterocycle;

or R^1 and $R^{1'}$ taken together with the nitrogen atom to which they are attached form a heterocycle or substituted heterocycle;

R^2 is hydrogen, lower alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl,

substituted naphthyl, (1- or 2-naphthyl)alkyl, or (substituted 1 or 2 naphthyl)alkyl;

and wherein:

R^{1a} and R^{1b} are independently hydrogen, alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1- or 2-naphthyl)alkyl, (substituted 1 or 2 naphthyl)alkyl, heteroaryl, substituted heteroaryl, (heteroaryl)alkyl, or (substituted heteroaryl)alkyl, with the proviso that R^{1a} and R^{1b} cannot both be hydrogen;

R^{1c} is alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1 or 2 naphthyl)alkyl, (substituted 1- or 2-naphthyl)alkyl, heteroaryl, substituted heteroaryl, (heteroaryl)alkyl, or (substituted heteroaryl)alkyl;

R^3 is lower alkyl, cycloalkyl, phenyl, substituted phenyl, $-(CH_2)_nNH_2$, $-(CH_2)_nNHCOR^9$, $-(CH_2)_nN(C=NH)NH_2$, $-(CH_2)_mCO_2R^2$, $-(CH_2)_mOR^{10}$, $-(CH_2)_mSR^{11}$, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, $-(CH_2)_n(1- or\ 2-naphthyl)$, $-(CH_2)_n(heteroaryl)$, or $-(CH_2)_n(substituted\ heteroaryl)$;

R^{3a} is hydrogen or methyl, or R^3 and R^{3a} taken together are $-(CH_2)_d-$ where d is an interger from 2 to 6;

R^4 is phenyl, substituted phenyl, $-(CH_2)_mphenyl$, $-(CH_2)_m(substituted\ phenyl)$, cycloalkyl, or benzofused cycloalkyl;

R^5 is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, or $-(CH_2)_n(1- or\ 2-naphthyl)$;

R^6 is hydrogen, fluorine, oxo, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$,

$-(CH_2)_n(\text{substituted phenyl})$, $-(CH_2)_n(1\text{- or }2\text{-naphthyl})$, $-OR^{10}$, $-SR^{11}$, or $-NHCOR^9$;

R^7 is hydrogen, oxo, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_n\text{cycloalkyl}$, $-(CH_2)_n\text{phenyl}$, $(CH_2)_n(\text{substituted phenyl})$, or $-(CH_2)_n(1\text{- or }2\text{-naphthyl})$;

R^8 is lower alkyl, cycloalkyl, $-(CH_2)_n\text{cycloalkyl}$, $-(CH_2)_n\text{phenyl}$, $-(CH_2)_n(\text{substituted phenyl})$, $-(CH_2)_n(1\text{- or }2\text{-naphthyl})$, or $-COR^9$;

R^9 is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_n\text{cycloalkyl}$, $-(CH_2)_n\text{phenyl}$, $-(CH_2)_n(\text{substituted phenyl})$, $-(CH_2)_n(1\text{- or }2\text{-naphthyl})$, $-OR^{12}$, or $-NR^{13}R^{14}$;

R^{10} is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_n\text{cycloalkyl}$, $-(CH_2)_n\text{phenyl}$, $-(CH_2)_n(\text{substituted phenyl})$, or $-(CH_2)_n(1\text{- or }2\text{-naphthyl})$;

R^{11} is lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_n\text{cycloalkyl}$, $-(CH_2)_n\text{phenyl}$, $-(CH_2)_n(\text{substituted phenyl})$, or $-(CH_2)_n(1\text{- or }2\text{-naphthyl})$;

R^{12} is lower alkyl, cycloalkyl, $-(CH_2)_n\text{cycloalkyl}$, $-(CH_2)_n\text{phenyl}$, $-(CH_2)_n(\text{substituted phenyl})$, or $-(CH_2)_n(1\text{- or }2\text{-naphthyl})$;

R^{13} is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, $-(CH_2)_n\text{cycloalkyl}$, $-(CH_2)_n\text{phenyl}$, $-(CH_2)_n(\text{substituted phenyl})$, or $-(CH_2)_n(1\text{- or }2\text{-naphthyl})$;

R^{14} is hydrogen or lower alkyl;

or R^{13} and R^{14} taken together form a five to seven membered carbocyclic or heterocyclic ring;

R^{15} is phenyl, substituted phenyl, naphthyl, substituted naphthyl, heteroaryl, substituted heteroaryl, $-(CH_2)_n\text{phenyl}$, $-(CH_2)_n(\text{substituted phenyl})$, $-(CH_2)_n(1\text{- or }2\text{-naphthyl})$, $-(CH_2)_n(\text{heteroaryl})$, or $-(CH_2)_n(\text{substituted heteroaryl})$;

R^{16} and R^{17} are independently lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, phenylalkyl, (substituted phenyl)alkyl, or (cycloalkyl)alkyl;

R^{18} and R^{19} are independently hydrogen, alkyl, phenyl, substituted phenyl, $-(CH_2)_n$ phenyl, $-(CH_2)_n$ (substituted phenyl), or R^{18} and R^{19} taken together are $-(CH=CH)_2-$;

R^{20} is hydrogen, alkyl, phenyl, substituted phenyl, $-(CH_2)_n$ phenyl, or $-(CH_2)_n$ (substituted phenyl);

R^{21} , R^{22} and R^{23} are independently hydrogen or alkyl;

X is $-CH_2-$, $-(CH_2)_2-$, $-(CH_2)_3-$, or $-S-$;

Y^1 is $-O-$ or $-N(R^{23})-$;

Y^2 is $-CH_2-$, $-O-$, or $-N(R^{23})-$;

a is 0 or 1;

b is 1 or 2, provided that when a is 1 then b is 1;

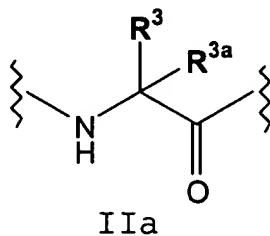
c is 1 or 2, provided that when c is 1 then a is 0 and b is 1;

m is 1 or 2; and

n is 1, 2, 3 or 4;

or a pharmaceutically acceptable salt thereof.

25. (Previously presented) The compound of claim 24 wherein A is



26. (Previously presented) The compound of claim 25 wherein R^{3a} is hydrogen.

27. (Previously presented) The compound of claim 26 wherein R^3 is lower alkyl.

28. (Previously presented) The compound of claim 27 wherein R^3 is methyl, ethyl, isopropyl, isobutyl or *tert*-butyl.

29. (Previously presented) The compound of claim 27 wherein R^3 is methyl or isopropyl.

30. (Previously presented) The compound of claim 25 wherein R^3 and R^{3a} taken together are $-(CH_2)_d-$ where d is an integer from 2 to 6.

31. (Previously presented) The compound of claim 24 wherein B is hydrogen.

32. (Previously presented) The compound of claim 24 wherein B is $-CH_2O(2,3,5,6\text{-tetrafluorophenyl})$.

33. (Previously presented) The compound of claim 24 wherein B is halomethyl.

34. (Previously presented) The compound of claim 33 wherein B is $-CH_2F$

35. (Previously presented) The compound of claim 24 wherein B is $-CH_2ZR^{15}$ wherein Z is oxygen.

36. (Previously presented) The compound of claim 35 wherein R^{15} is phenyl substituted with one or more halogen atoms.

37. (Previously presented) The compound of claim 36 wherein R^{15} is 2,6-dihalophenyl, 2,4,6-trihalophenyl, or 2,3,5,6-tetrahalophenyl.

38. (Previously presented) The compound of claim 35 wherein R^{15} is phenyl substituted with one or more fluorine atoms.

39. (Previously presented) The compound of claim 38 wherein R^{15} is 2,6-difluorophenyl, 2,4,6-trifluorophenyl, or 2,3,5,6-tetrafluorophenyl.

40. (Previously presented) The compound of claim 35 wherein R^{15} is substituted 1- or 2-naphthyl.

41. (Previously presented) The compound of claim 35 wherein R^{15} is heteroaryl or substituted heteroaryl.

42. (Previously presented) The compound of claim 41 wherein R^{15} is a five-membered heteroaryl or a substituted five-membered heteroaryl.

43. (Previously presented) The compound of claim 41 wherein R^{15} is a six-membered heteroaryl or a substituted six-membered heteroaryl.

44. (Previously presented) The compound of claim 43 wherein R^{15} is pyrimidyl or substituted pyrimidyl.

45. (Previously presented) The compound of claim 44 wherein R^{15} is pyrimidyl substituted with trifluoromethyl.

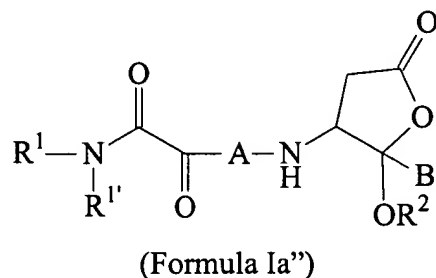
46. (Previously presented) The compound of claim 24 wherein B is $CH_2OPOR^{16}R^{17}$.

47. (Previously presented) The compound of claim 46 wherein R^{16} is methyl.

48. (Previously presented) The compound of claim 46 wherein R^{16} is phenyl.

49. (Previously presented) The compound of claim 46 wherein R^{17} is phenyl.

50. (Previously presented) The compound of claim 24 in the cyclic ketal form of the following formula:



51. (Previously presented) The compound of claim 50 wherein B is lower alkyl or benzyl.

52. (Previously presented) The compound of claim 24 wherein $R^{1'}$ is hydrogen, alkyl or phenyl.

53. (Previously presented) The compound of claim 52 wherein $R^{1'}$ is hydrogen or alkyl.

54. (Previously presented) The compound of claim 53 wherein $R^{1'}$ is hydrogen or lower alkyl.

55. (Previously presented) The compound of claim 54 wherein $R^{1'}$ is hydrogen or methyl.

56. (Previously presented) The compound of claim 24 wherein R¹ and R^{1'} taken together with the nitrogen atom to which they are attached form a heterocycle or substituted heterocycle.

57. (Previously presented) The compound of claim 56 wherein R¹ and R^{1'} taken together with the nitrogen atom to which they attached is 1-pyrrolindinyl, substituted 1-pyrrolindinyl, 1-piperidinyl, or substituted 1-piperidinyl.

58. (Previously presented) The compound of claim 24 wherein R¹ is phenyl.

59. (Previously presented) The compound of claim 24 wherein R¹ is substituted phenyl.

60. (Previously presented) The compound of claim 59 wherein R¹ is 2-fluorophenyl, 2-chlorophenyl, 2-bromophenyl or 2-iodophenyl.

61. (Previously presented) The compound of claim 59 wherein R¹ is 4-fluorophenyl, 4-chlorophenyl, 4-bromophenyl, or 4-iodophenyl.

62. (Previously presented) The compound of claim 59 wherein R¹ is 2,6-difluorophenyl, 2,6-dichlorophenyl, 2,4-difluorobenzyl, 2,3,5,6-tetrachlorophenyl, 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 2-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxybenzyl, or 3,4,5-trimethoxyphenyl.

63. (Currently amended) The compound of claim 59 wherein R¹ is 2-phenylphenyl, 2-benzylphenyl, 2-*tert*-butylphenyl, 2,5-di-*tert*-butylphenyl, 2-*tert*-butyl-5-acetaminophenyl, 2-(2-methylphenyl)phenyl, 2-(2-methoxyphenyl)phenyl, 3-(3-methoxyphenyl)phenyl, 3-(4-methoxyphenyl)phenyl, 2-(3-methylphenyl)phenyl, 2-(4-methylphenyl)phenyl, 2-phenoxyphenyl, 4-(*n*-heptyl)phenyl, or 2-(1-naphthyl)phenyl.

64. (Previously presented) The compound of claim 24 wherein R¹ is 1- or 2-naphthyl.

65. (Previously presented) The compound of claim 24 wherein R¹ is substituted 1- or 2-naphthyl.

66. (Previously presented) The compound of claim 65 wherein R¹ is 1-(4-chloro)naphthyl.

67. (Previously presented) The compound of claim 24 wherein R¹ is phenylalkyl.

68. (Previously presented) The compound of claim 67 wherein R¹ is benzyl.

69. (Previously presented) The compound of claim 67 wherein R¹ is -(CH₂)₂phenyl.

70. (Currently amended) The compound of claim 24 wherein R¹ is substituted phenylalkyl.

71. (Previously presented) The compound of claim 70 wherein R¹ is 2-*tert*-butylbenzyl.

72. (Currently amended) The compound of claim 70 wherein R¹ is 3,4,5-trimethoxybenzyl.

73. (Previously presented) The compound of claim 70 wherein R¹ is -CH₂CH₂(2-fluoro)phenyl.

74. (Previously presented) The compound of claim 24 wherein R¹ is cycloalkyl.

75. (Previously presented) The compound of claim 74 wherein cycloalkyl is a bicyclic ring.

76. (Previously presented) The compound of claim 75 wherein the bicyclic ring is partially unsaturated.

77. (Previously presented) The compound of claim 76 wherein the partially unsaturated bicyclic ring is 1-(5,6,7,8-tetrahydro)naphthalene.

78. (Previously presented) The compound of claim 74 wherein cycloalkyl is a tricyclic ring.

79. (Previously presented) The compound of claim 78 wherein the tricyclic ring is 1-adamanatnyl.

80. (Previously presented) The compound of claim 78 wherein the tricyclic ring is partially unsaturated.

81. (Previously presented) The compound of claim 24 wherein R¹ is (1- or 2-naphthyl)alkyl.

82. (Previously presented) The compound of claim 81 wherein R¹ is -CH₂(1-naphthyl) or -CH₂(2-naphthyl).

83. (Previously presented) The compound of claim 24 wherein R¹ is heterocycle or substituted heterocycle.

84. (Previously presented) The compound of claim 83 wherein R^1 is heteroaryl or substituted heteroaryl.

85. (Previously presented) The compound of claim 84 wherein R^1 is 4-pyridyl.

86. (Previously presented) The compound of claim 84 wherein R^1 is 2-pyrazinyl.

87. (Previously presented) The compound of claim 24 wherein R^1 is heterocyclealkyl or (substituted heterocycle)alkyl.

88. (Previously presented) The compound of claim 87 wherein R^1 is heteroarylalkyl or (substituted heteroaryl)alkyl.

89. (Previously presented) The compound of claim 24 wherein R^1 is - $NR^{1a}(R^{1b})$.

90. (Previously presented) The compound of claim 89 wherein R^{1a} and R^{1b} are both phenyl.

91. (Previously presented) The compound of claim 24 wherein R^2 is hydrogen.

92. (Previously presented) The compound of claim 24 wherein R^2 is lower alkyl.

93. (Previously presented) The compound of claim 92 wherein R^2 is ethyl.

94. (Previously presented) The compound of claim 24 wherein R² is benzyl.

95. (Currently amended) The compound of claim 24 wherein the compounds
are:

(3S)-3-[N-(N'-(2-pyrrolidino-5-trifluoromethyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-benzyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-tert-butyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(1-naphthyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-bromo-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(benhydryl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-trifluoromethyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2,6-difluoro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-bromo-4-chloro-6-fluoro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(N'',N''-diphenylamino)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(3,4,5-trimethoxy-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-phenyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(1-naphthalen-1-yl-ethyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(3-4-dimethoxy-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(3-trifluoromethyl-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-4-difluoro-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-fluoro-phenethyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(5-isoquinoliny)alanyl]amino-4-oxobutanoic acid;

N-(2-benzyl-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

N-(2-tert-butyl-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

N-(2-bromo-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

(3S)-3-[N-(N'-(5-acetylamino-2-tert-butyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

N-(5-acetylamino-2-tert-butyl-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

(3S)-3-[N-(N'-(5-acetylamino-2-tert-butyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

N-(2-tert-butyl-phenyl)-N'-[1-(2-benzyloxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

(3S)-3-[N-(N'-(2,5-di-tert-butyl-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(heptyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(C-naphthalen-1-yl-methyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-phenoxy-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-chloro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(5,6,7,8-H4-1-naphthyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(4-chloro-1-naphthyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2,4-dichloro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(diphenylamino)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(N"-benzyl-N"-phenylamino)oxamyl)alanyl]amino-4-oxobutanoic acid; and

(3S)-3-[N-(N'-(2-naphthalen-1-yl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid.

96. (Previously presented) The compound of claim 25 wherein

R¹ is 1-naphthyl, substituted phenyl or substituted heterocycle;

R^{1'} is hydrogen;

R² is hydrogen or benzyl;

R³ is lower alkyl and R^{3a} is hydrogen, or R³ and R^{3a} taken together are

-(CH₂)_d- where d is an integer from 2 to 6;

B is -CH₂ZR¹⁵ where Z is oxygen; and

R¹⁵ is 2-CF₃-4-pyrimidinyl.

97. (Previously presented) The compound of claim 96 wherein R¹ is 1-naphthyl.

98. (Previously presented) The compound of claim 96 wherein R¹ is substituted phenyl.

99. (Previously presented) The compound of claim 98 wherein R¹ is 2-tert-butyl-phenyl.

100. (Previously presented) The compound of claim 98 wherein R¹ is 2-CF₃-phenyl.

101. (Previously presented) The compound of claim 98 wherein R¹ is 4-(4-morpholino)-phenyl.

102. (Previously presented) The compound of claim 98 wherein R¹ is 2-bromo-phenyl.

103. (Previously presented) The compound of claim 98 wherein R¹ is 2-chloro-phenyl.

104. (Previously presented) The compound of claim 98 wherein R¹ is 2-benzyl-phenyl.

105. (Previously presented) The compound of claim 98 wherein R¹ is 2,4,6-trichloro-phenyl.

106. (Previously presented) The compound of claim 96 wherein R¹ is substituted heterocycle.

107. (Previously presented) The compound of claim 106 wherein R^1 is 5-(1-methyl-3-phenyl)-pyrazole.

108. (Previously presented) The compound of claim 96 wherein R^2 is hydrogen.

109. (Previously presented) The compound of claim 96 wherein R^2 is benzyl.

110. (Previously presented) The compound of claim 96 wherein R^3 is methyl.

111. (Previously presented) The compound of claim 96 wherein R^3 is isopropyl.

112. (Previously presented) The compound of claim 96 wherein R^3 and R^{3a} taken together are $-(CH_2)_d-$.

113. (Previously presented) The compound of claim 112 wherein d is 4.

114. (Currently amended) The compound of claim 25 wherein

R^1 is 1-naphthyl, substituted phenyl or substituted heterocycle;

$R^{1'}$ is hydrogen;

R^2 is hydrogen or benzyl;

R^3 and R^{3a} are both methyl, or R^3 and R^{3a} taken together are $-(CH_2)_d-$

where d is an integer from 2 to 6;

B is $-CH_2Z R^{15}$ where Z is oxygen; and

R^{15} is 2,3,5,6-tetrafluoro-phenyl.

115. (Previously presented) The compound of claim 114 wherein R^1 is substituted phenyl.

116. (Previously presented) The compound of claim 115 wherein R^1 is 2-tert-butyl-phenyl.

117. (Previously presented) The compound of claim 115 wherein R^1 is 2-CF₃-phenyl.

118. (Previously presented) The compound of claim 115 wherein R^1 is 2-bromo-phenyl.

119. (Previously presented) The compound of claim 115 wherein R^1 is 2-chloro-phenyl.

120. (Previously presented) The compound of claim 114 wherein R^1 is substituted heterocycle.

121. (Previously presented) The compound of claim 114 wherein R^2 is hydrogen.

122. (Previously presented) The compound of claim 114 wherein R^2 is benzyl.

123. (Previously presented) The compound of claim 114 wherein R^3 and R^{3a} are both methyl.

124. (Previously presented) The compound of claim 114 wherein R^3 and R^{3a} taken together are $-(CH_2)_d-$.

125. (Previously presented) The compound of claim 124 wherein d is 2.

126. (Previously presented) The compound of claim 124 wherein d is 4.

127. (Previously presented) The compound of claim 124 wherein d is 5.
128. (Previously presented) The compound of claim 25 wherein
R¹ is 1-naphthyl, substituted phenyl or substituted heterocycle;
R^{1'} is hydrogen;
R² is hydrogen;
R³ and R^{3a} are both methyl, or R³ and R^{3a} taken together are -(CH₂)_d-
where d is an integer from 2 to 6;
B is hydrogen.
129. (Previously presented) The compound of claim 128 wherein R¹ is substituted phenyl.
130. (Previously presented) The compound of claim 129 wherein R¹ is 2-tert-butyl-phenyl.
131. (Previously presented) The compound of claim 129 wherein R¹ is 2-CF₃-phenyl.
132. (Previously presented) The compound of claim 129 wherein R¹ is 2-bromo-phenyl.
133. (Previously presented) The compound of claim 129 wherein R¹ is 2-chloro-phenyl.
134. (Previously presented) The compound of claim 128 wherein R¹ is substituted heterocycle.

135. (Previously presented) The compound of claim 128 wherein R^3 and R^{3a} are both methyl.

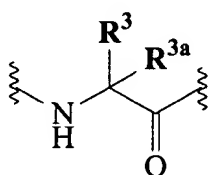
136. (Previously presented) The compound of claim 128 wherein R^3 and R^{3a} taken together are $-(CH_2)_d-$.

137. (Previously presented) The compound of claim 136 wherein d is 2.

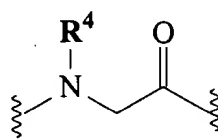
138. (Previously presented) The compound of claim 136 wherein d is 4.

139. (Previously presented) The compound of claim 136 wherein d is 5.

140. (Previously presented) The compound of claim 50 wherein
 R^1 is substituted phenyl;
 $R^{1'}$ is hydrogen;
 R^2 is hydrogen or lower alkyl;
B is hydrogen;
A is Formula IIa or IIb



IIa



IIb

;

R^3 is lower alkyl and R^{3a} is hydrogen; and
 R^4 is hydrogen.

141. (Previously presented) The compound of claim 140 wherein R^1 is 2-tert-butyl-phenyl.

142. (Previously presented) The compound of claim 140 wherein R^1 is 2,6-diisopropyl-phenyl.

143. (Previously presented) The compound of claim 140 wherein R^1 is 2-bromo-4-chloro-6-fluoro-phenyl.

144. (Previously presented) The compound of claim 140 wherein R^1 is 2,4,6-trichloro-phenyl.

145. (Previously presented) The compound of claim 140 wherein R^1 is 2-bromo-4- CF_3 -phenyl.

146. (Previously presented) The compound of claim 140 wherein R^1 is 2-(1-pyrrolidine)-5- CF_3 -phenyl.

147. (Previously presented) The compound of claim 140 wherein R^2 is hydrogen.

148. (Previously presented) The compound of claim 140 wherein R^2 is lower alkyl.

149. (Previously presented) The compound of claim 148 wherein R^2 is ethyl.

150. (Previously presented) The compound of claim 140 wherein A is Formula IIa.

151. (Previously presented) The compound of claim 150 wherein R^3 is methyl.

152. (Previously presented) The compound of claim 140 wherein A is Formula IIb.

153. (Previously presented) A pharmaceutical composition comprising a compound of claim 24 in combination with a pharmaceutically acceptable carrier.